

## AGM NOTICE

Notice is hereby given that thirty second Annual General Meeting (AGM) of the Members of the Company will be held on Friday, 20th September, 2019 at 11:00 a.m. at the Registered Office of the Company situated at Junagadh Road, Manavadar-362 630, Dist. Junagadh, Gujarat, India to transact the following business:

1. To consider and adopt the audited financial statements (including the consolidated financial statements) of the Company for the financial year ended March 31, 2019 and the reports of the Board of Directors ("the Board") and auditors thereon;
2. To declare a final dividend of ₹0.10 per equity share, for the year ended March 31, 2019.
3. To appoint Director in place of Utsav K. Doshi (DIN: 00174486) who is liable to be retired by rotation and, being eligible, offers himself for re-appointment.
4. Re-appointment of Rajendra Gokaldas Vaja as an Independent Director

To consider and, if thought fit, to pass the following Resolution as a Special Resolution:

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 ("Act"), the Companies (Appointment and Qualifications of Directors) Rules, 2014, read with Schedule IV to the Act and Regulation 17 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), as amended from time to time, Rajendra Gokaldas Vaja (DIN 05264701), who was appointed as an Independent Director at the Twenty Seventh Annual General Meeting of the Company and who holds office up to September 4, 2019 and who is eligible for re-appointment and who meets the criteria for independence as provided in Section 149(6) of the Act along with the rules framed thereunder and Regulation 16(1)(b) of SEBI Listing Regulations and who has submitted a declaration to that effect and in respect of whom the Company has received a Notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of five years commencing with effect from September 20, 2019 up to September 19, 2024."

5. Re-appointment of Ramesh Amrutlal Shah as an Independent Director

To consider and, if thought fit, to pass the following Resolution as a Special Resolution:

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 ("Act"), the Companies (Appointment and Qualifications of Directors) Rules, 2014, read with Schedule IV to the Act and Regulation 17 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), as amended from time to time, Ramesh Amrutlal Shah (DIN 00031928), who was appointed as an Independent Director at the Twenty Seventh Annual General Meeting of the Company and who holds office up to September 4, 2019 and who is eligible for re-appointment and who meets the criteria for independence as provided in Section 149(6) of the Act along with the rules framed thereunder and Regulation 16(1)(b) of SEBI Listing Regulations and who has submitted a declaration to that effect and in respect of whom the Company has received a Notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of five years commencing with effect from September 20, 2019 up to September 19, 2024."

6. Re-appointment of Kirit Ratanashi Vachhani as an Independent Director

To consider and, if thought fit, to pass the following Resolution as a Special Resolution:

## AGM NOTICE

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”), the Companies (Appointment and Qualifications of Directors) Rules, 2014, read with Schedule IV to the Act and Regulation 17 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), as amended from time to time, Kirit Ratanashi Vachhani (DIN: 07113088), who was appointed as an Independent Director at the Twenty Eighth Annual General Meeting of the Company and who holds office up to September 4, 2019 and who is eligible for re-appointment and who meets the criteria for independence as provided in Section 149(6) of the Act along with the rules framed thereunder and Regulation 16(1)(b) of SEBI Listing Regulations and who has submitted a declaration to that effect and in respect of whom the Company has received a Notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of five years commencing with effect from September 20, 2019 up to September 19, 2024.”

7. To ratify the appointment of Cost Auditor for the Financial Year 2019-2020 by passing the following resolution as Ordinary Resolution:

**“RESOLVED THAT** pursuant to the provisions of Section 148 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), the remuneration payable to M/s. Shailesh Thaker & Associates, Cost Accountants (Firm Registration No. 101454), appointed by the Board of Directors as Cost Auditors to conduct the audit of cost records of the Company for the financial year ending March, 2020, amounting Rs. 40,000/- (Rupees Forty Thousand Only) plus Goods and Service tax and reimbursement of out of pocket expenses incurred in connection with the aforesaid audit, be and is hereby approved.”

Date: 27/05/2018  
Place: Veraval (Shapar), Rajkot

For and on behalf of the Board of Directors of  
**Rajoo Engineers Limited**

**(R. N. DOSHI)**  
Chairman & Managing Director



## AGM NOTICE

### Notes:

1. The relative Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("Act") setting out material facts concerning the business under Item Nos. 4 to 6 of the Notice, is annexed hereto. The relevant details, pursuant to Regulations 26(4) and 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Directors seeking appointment/re-appointment at this Annual General Meeting ("AGM") are also annexed.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON POLL ON HIS / HER BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.** Pursuant to Section 105 of the Companies Act, 2013, a person can act as a Proxy on behalf of not more than fifty Members holding in aggregate not more than ten percent of the total share capital of the Company carrying voting rights. Members holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as Proxy, who shall not act as a Proxy for any other Member. If a Proxy is appointed for more than fifty Members, the Proxy shall choose any fifty Members and confirm the same to the Company not later than 48 hours before the commencement of the meeting. In case, the Proxy fails to do so, only the first fifty proxies received by the Company shall be considered as valid. The instrument of Proxy, in order to be effective, should be deposited, either in person or through post, at the Registered Office of the Company, duly completed and signed, not later than 48 hours before the commencement of the meeting. A Proxy Form is annexed to this Report. Proxies submitted on behalf of limited companies, societies, etc., must be supported by an appropriate resolution / letter of authority, as applicable. Corporate Members intending to send their authorized representatives to attend the AGM are requested to send a certified copy of the Board Resolution to the Company, authorizing them to attend and vote on their behalf at the AGM. Members, Proxies and Authorized Representatives are requested to bring the duly completed Attendance Slip enclosed herewith to attend the AGM.
3. **Book Closure and Dividend:**
  - (a) The Register of Members and Share Transfer Books of the Company will remain closed from Wednesday, 11th September, 2019 to Friday, 20th September, 2019 (both days inclusive).
  - (b) If dividend on Equity Shares, as recommended by the Board, is approved at the Annual General Meeting ('AGM'), it will be paid on or after 24th September, 2019 as under:
    - (i) To all Beneficial Owners in respect of shares held in electronic form, as per details furnished by the Depositories for this purpose as at the end of the business hours on 10th September, 2019.
    - (ii) To all Members in respect of shares held in physical form, whose names are on the Company's Register of Members after giving effect to valid transmission and transposition requests lodged with the Company before the end of business hours on 10th September, 2019.
4. Members holding shares in the physical mode are requested to notify the immediately the change of their address and bank particulars to the R & T Agent of the Company. In case shares held in dematerialized form, the information regarding change of address and bank particulars should be given to their respective Depository participants.
5. The Securities and Exchange Board of India ('SEBI') has mandated the transfer of securities to be carried out only in dematerialized form (except in case of transmission or transposition of securities) effective from 1st April, 2019. Accordingly, requests for physical transfer of securities of listed entities shall not be processed from 1st April, 2019 onwards. In view of such amendment and in order to eliminate the risks associated with physical holding of shares, Members who are holding shares in physical form are hereby requested to dematerialize their holdings.
6. The route map giving directions to reach the venue of the 32nd AGM is given at the end of the Notice.
7. In terms of Section 72 of the Companies Act, 2013, nomination facility is available to individual shareholders holding shares in the physical form. The shareholders, who are desirous of availing this facility, may kindly write to Company's R & T Agent for nomination form by quoting their folio number.

8. In case of joint holders attending the AGM, only such joint holder who is higher in the order of names will be entitled to vote.

**9. Nomination Facility:**

As per the provisions of Section 72 of the Act, facility for making nomination is available for Members in respect of shares held by them. Members holding shares in single name and who have not yet registered their nomination are requested to register the same by submitting form No. SH-13. If a Member desires to cancel the earlier nomination and record fresh nomination, he/she may submit the same in Form No. SH-14. Members holding shares in electronic form may obtain nomination forms from their respective Depository Participant.

**10. Transfer to Investor Education and Protection Fund:**

**(a) Transfer of unclaimed dividend**

Members are hereby informed that under the Act, the Company is required to transfer the dividend which remains unpaid or unclaimed for a period of seven consecutive years or more, to the credit of the Investor Education and Protection Fund ("the IEPF"). Accordingly, Dividend of ₹ 3,75,545 (Final Dividend 2010-11) which remained unpaid or unclaimed was transferred to the IEPF Authority in the financial year 2018-19.

The balance lying in the unpaid dividend account of the Company in respect of dividend declared on for the financial year 2011-12 will be transferred to the Investor Education and protection Fund of the Central Government by 15th September, 2019. Members who have not encashed their dividend warrants pertaining to the said year may approach the Company or its share transfer agent for obtaining payments thereof by 15th September, 2019.

**(b) Transfer of Shares to IEPF**

Pursuant to the provisions of Section 124 of the Act read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, as amended ("IEPF Rules"), all the shares on which dividends remain unpaid or unclaimed for a period of seven

Consecutive years or more shall be transferred to the demat account of the IEPF Authority as notified by the Ministry of Corporate Affairs. Accordingly, Company has sent individual notice to all the members whose shares are due to be transferred to the IEPF Authority and has also published newspaper advertisement in this regard. The details of such dividends/shares transferred to IEPF are uploaded on the website of the Company, [www.rajoo.com](http://www.rajoo.com).

**11. Voting through Electronic means:**

In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by Companies Management and Administration) Rules, 2015, and Regulation 44 of Listing Regulations, the Company is pleased to provide Members with a facility to exercise their right to vote at the 32nd Annual General Meeting (AGM) by electronic means and the business may be transacted through Electronic Voting (e-Voting) Services. The facility for casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by Central Depository Service Limited (CDSL):

**INSTRUCTIONS FOR E-VOTING**

The instructions for shareholders voting electronically are as under:

(i) The remote e-voting period begins on 17th September, 2019, 10.00 a.m and ends on 19th September, 2019, 5.00 p.m. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on 13th September, 2019 i.e. cut-off date, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

(ii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).

(iii) Click on "Shareholders" tab.

(iv) Now Enter your User ID

a. For CDSL: 16 digits beneficiary ID,

b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,

c. Members holding shares in Physical Form should enter Folio Number registered with the Company.

(i) Next enter the Image Verification as displayed and Click on Login.

(ii) If you are holding shares in demat form and had logged on to and voted on [www.evotingindia.com](http://www.evotingindia.com) an earlier voting of any company, then your existing password is to be used.

vii) If you are a first time user then follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Postal Ballot / Attendance Slip indicated in the PAN Field.
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

(viii) After entering these details appropriately, click on "SUBMIT" tab.

(ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(xi) Click on the EVSN for Rajoo Engineers Limited on which you choose to vote.

(xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

(xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

(xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

(xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(xvi) You can also take out print of the votes cast by clicking on "Click here to print" option on the Voting page.

(xvii) If Demat account holder has forgotten the same password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xviii) Note for Non – Individual Shareholders and Custodians

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
- The list of accounts should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

(xix) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

(xx) Paras Savjani, Partner of Dodiya Mehta & Co., Practising Chartered Accountant (Membership No. 126601) Rajkot, has been appointed as the Scrutiniser to scrutinize the e – Voting Process as well as the voting by way of poll, to be conducted at the EGM, in fair and transparent manner.

**Contact Details:**

<b>Company :</b>	<b>Rajoo Engineers Limited</b>
Registrar & Transfer Agent :	Link Intime India Pvt. Ltd
Ahmedabad Office :	5th Floor, 506 to 508, Amarnath Business, Centre – 1 (ABC-1), Beside Gala Business, Centre, Nr. St. Xavier's College Corner, Off C G Road, Navrangpura, Ahmedabad-380009 Tel: +91-79-26465179
E- Voting Agency :	Central Depository Services (India) Limited Email: <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> Phone: 022-22723333/8588
Scrutinizer :	Mr. Paras Savjani Partner of Dodiya Mehta & Co, Practising Chartered Accountants, Rajkot. Email: <a href="mailto:paras.savjani@gmail.com">paras.savjani@gmail.com</a>

The Scrutinizer shall, immediately after the conclusion of voting at the general meeting, would Count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and make, not later than 48 hours of the conclusion of the AGM, a consolidated Scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing who shall countersign the same.

The results declared along with the Scrutinizer's Report shall be placed on the Company's website [www.rajoo.com](http://www.rajoo.com) immediately after the result is declared. The Company shall simultaneously forward the results to BSE Limited ("BSE") where the shares of the Company are listed.

- (12) At the Thirty First AGM held on September 25, 2018 the Members approved appointment of M/s. Pankaj K. Shah Associates, Chartered Accountants (Firm Registration No. 107352W) as Statutory Auditors of the Company to hold office for a period of five years from the conclusion of that AGM for a single tenure of 5 years, subject to ratification of their appointment by Members at every AGM, if so required under the Act. The requirement to place the matter relating to appointment of auditors for ratification by Members at every AGM has been done away by the Companies (Amendment) Act, 2017 with effect from May 7, 2018. Accordingly, no resolution is being proposed for ratification of appointment of statutory auditors at the ensuing AGM .
- (13) Notice of the AGM along with the Annual Report 2018-19 is being sent by electronic mode to those Members whose email addresses are registered with the Company/Depositories, unless any Member has requested for a physical copy of the same. For Members who have not registered their email addresses, physical copies are being sent by the permitted mode. Members may note that the Notice and Annual Report 2018-19 will also be available on the Company's website <https://www.rajoo.com>.
- (14) To support the "Green Initiative", Members who have not registered their email addresses are requested to register the same with Company's R & T Agent / Depository Participants, in respect of shares held in physical / electronic mode respectively.

Date: 19/05/2019  
Place: Veraval (Shapar), Rajkot

For and on behalf of the Board of Directors of  
Rajoo Engineers Limited

**(R. N. DOSHI)**  
Chairman & Managing Director



**EXPLANATORY STATEMENT AS PER SECTION 102 OF THE COMPANIES ACT, 2013 AND /OR REGULATION 36 (3) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015**

**Item No.4**

Rajendra Gokaldas Vaja is currently an Independent Director of the Company was appointed as an Independent Director of the Company by the Members at the 27th AGM of the Company held on 5th September, 2014 to hold office up to 4th September, 2019 and is eligible for re-appointment for a second term on the Board of the Company as an Independent Director. Based on the recommendations of the Nomination and Remuneration Committee (NRC) of the Board of Directors propose the re-appointment of Rajendra Gokaldas Vaja as an Independent Director of the Company, not liable to retire by rotation, for period commencing September 20, 2019 up to September 19, 2024, subject to the approval of the Members by a Special Resolution. The Company has in terms of Section 160(1) of the Act received a notice from a Member proposing his candidature for the office of Director.

Based on the performance evaluation of the Independent Directors and as per the recommendations of the NRC, given his background, experience and contribution, the Board is of the opinion that Rajendra Gokaldas Vaja's continued association would be of immense benefit to the Company and it is therefore desirable to continue to avail his services as an Independent Director.

The Company has received a declaration from Rajendra Gokaldas Vaja confirming that he meets the criteria of independence as prescribed under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'). In terms of Regulation 25(8) of the Listing Regulations, Rajendra Gokaldas Vaja has confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties. Rajendra Gokaldas Vaja has also confirmed that he is not debarred from holding the office of Director by virtue of any SEBI Order or any such authority pursuant to circulars dated 20th June, 2018 issued by BSE Limited pertaining to enforcement of SEBI Orders regarding appointment of Directors by the listed companies. Further, Rajendra Vaja is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given his consent to act as Director.

Rajendra Vaja is bachelor in Arts and has wide experience of more than 35 years in Nationalised Bank and has experience in financial and banking aspects.

In compliance with the provisions of Section 149 read with Schedule IV of the Act, Regulation 17 of the Listing Regulations and other applicable provisions of the Act and Listing Regulations, the re-appointment of Rajendra Gokaldas Vaja as Independent Director is now placed for the approval of the Members by a Special Resolution.

The Board recommends the Special Resolution set out in Item No. 4 of the accompanying Notice for approval of the Members.

Except Rajendra Gokaldas Vaja, none of the Directors or KMP of the Company and their respective relatives is concerned or interested in the resolution set out at Item No. 4 of the accompanying Notice. Rajendra Gokaldas Vaja is not related to any other Director or KMP of the Company.

**Item No.5**

Ramesh Amrutlal Shah is currently an Independent Director of the Company was appointed as an Independent Director of the Company by the Members at the 27th AGM of the Company held on 5th September, 2014 to hold office up to 4th September, 2019 and is eligible for re-appointment for a second term on the Board of the Company as an Independent Director. Based on the recommendations of the Nomination and Remuneration Committee (NRC) of the Board of Directors propose the re-appointment of Ramesh Amrutlal Shah as an Independent Director of the Company, not liable to retire by rotation, for period commencing from September 20, 2019 up to September 19, 2024, subject to the approval of the Members by a Special Resolution. The Company has in terms of Section 160(1) of the Act received a notice from a Member proposing his candidature for the office of Director.

Based on the performance evaluation of the Independent Directors and as per the recommendations of the NRC, given his background, experience and contribution, the Board is of the opinion that Ramesh Amrutlal Shah's continued association would be of immense benefit to the Company and it is therefore desirable to continue to avail his services as an Independent Director.



The Company has received a declaration from Ramesh Amrutlal Shah confirming that he meets the criteria of independence as prescribed under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'). In terms of Regulation 25(8) of the Listing Regulations, Ramesh Amrutlal Shah has confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties. Ramesh Amrutlal Shah has also confirmed that he is not debarred from holding the office of Director by virtue of any SEBI Order or any such authority pursuant to circulars dated 20th June, 2018 issued by BSE Limited pertaining to enforcement of SEBI Orders regarding appointment of Directors by the listed companies. Further, Ramesh Amrutlal Shah is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given his consent to act as Director.

Ramesh Amrutlal Shah is bachelor in Commerce and has wide experience of more than 35 years in Nationalised Bank and has experience in financial and banking aspects.

In compliance with the provisions of Section 149 read with Schedule IV of the Act, Regulation 17 of the Listing Regulations and other applicable provisions of the Act and Listing Regulations, the re-appointment of Ramesh Amrutlal Shah as Independent Director is now placed for the approval of the Members by a Special Resolution.

The Board recommends the Special Resolution set out in Item No. 5 of the accompanying Notice for approval of the Members.

Except Ramesh Amrutlal Shah, none of the Directors or KMP of the Company and their respective relatives is concerned or interested in the resolution set out at Item No. 5 of the accompanying Notice. Ramesh Amrutlal Shah is not related to any other Director or KMP of the Company.

#### **Item No. 6**

Kirit Ratanashi Vachhani is currently an Independent Director of the Company was appointed as an Independent Director of the Company by the Members at the 28th AGM of the Company held on 22nd September, 2015 to hold office up to 4th September, 2019 and is eligible for re-appointment for a second term on the Board of the Company as an Independent Director. Based on the recommendations of the Nomination and Remuneration Committee (NRC) of the Board of Directors propose the re-appointment of Kirit Ratanashi Vachhani as an Independent Director of the Company, not liable to retire by rotation, for period commencing from September 20, 2019 up to September 19, 2024, subject to the approval of the Members by a Special Resolution. The Company has in terms of Section 160(1) of the Act received a notice from a Member proposing his candidature for the office of Director.

Based on the performance evaluation of the Independent Directors and as per the recommendations of the NRC, given his background, experience and contribution, the Board is of the opinion that Kirit Ratanashi Vachhani's continued association would be of immense benefit to the Company and it is therefore desirable to continue to avail his services as an Independent Director.

The Company has received a declaration from Kirit Ratanashi Vachhani confirming that he meets the criteria of independence as prescribed under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'). In terms of Regulation 25(8) of the Listing Regulations, Kirit Ratanashi Vachhani has confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties. Kirit Ratanashi Vachhani has also confirmed that he is not debarred from holding the office of Director by virtue of any SEBI Order or any such authority pursuant to circulars dated 20th June, 2018 issued by BSE Limited pertaining to enforcement of SEBI Orders regarding appointment of Directors by the listed companies. Further, Kirit Ratanashi Vachhani is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given his consent to act as Director.

Kirit Ratanashi Vachhani is bachelor in Commerce and has wide experience of more than 35 years in Nationalised Bank and has experience in financial and banking aspects.

In compliance with the provisions of Section 149 read with Schedule IV of the Act, Regulation 17 of the Listing Regulations and other applicable provisions of the Act and Listing Regulations, the re-appointment of Kirit Ratanashi Vachhani as Independent Director is now placed for the approval of the Members by a Special Resolution.

The Board recommends the Special Resolution set out in Item No. 5 of the accompanying Notice for approval of the Members.

Except Kirit Ratanashi Vachhani, none of the Directors or KMP of the Company and their respective relatives is concerned or interested in the resolution set out at Item No. 5 of the accompanying Notice. Ramesh Amrutlal Shah is not related to any other Director or KMP of the Company.

**Item No.7**

The Board, on recommendation of the Audit Committee has approved the appointment and remuneration of M/s. Shailesh Thaker & Associates, Cost Accountant, Ahmedabad as Cost Auditors of the Company to conduct the audit of the cost records of the company for the Financial Year 2019- 20 at a fee of Rs. 40,000/- plus applicable taxes and reimbursement of out of pocket expenses, as remuneration for cost audit services for the F.Y. 2019-20.

In pursuance of Section 148 of the Companies Act, 2013 and Rule 14 of Companies (Audit and Auditors) Rules, 2014, the appointment and remuneration payable to the Cost Auditors is to be ratified by the Shareholders. Hence this resolution is put for the consideration of the shareholders.

None of the Directors and Key Managerial Personnel or relatives of them are interested in the above resolution.

The Board of Directors recommends the resolution for your approval.

Date: 19/05/2019  
Place: Veraval (Shapar), Rajkot

For and on behalf of the Board of Directors of  
Rajoo Engineers Limited

**(R. N. DOSHI)**  
Chairman & Managing Director



**Annexure 1**
**Details of Directors seeking appointment/reappointment at the AGM**
**[Pursuant to Regulations 26(4) and 36(3) of the Listing Regulations and Secretarial Standard - 2 on General Meetings]**

Director's Name	Utsav Doshi
DIN No.	00174486
Date of Birth	25.12.1985
Date of Appointment	13.05.2016
Qualification	B.E. in Mechanical
Experience in specific functional area	Utsav Doshi has technical experience to convert market requirements into technical layout, and having thorough knowledge in manufacturing and Plastic Processing.
Number of Shares held in the Company.	2919372
Directorship held in other Indian Companies (excluding Directorship in Rajoo Engineers Ltd.	Rajoo Bausano Extrusion Pvt.Ltd. Wonderpack Formers Private Limited
Chairperson/ Member of the Committees of the Board of other Companies in which he/she is a Director as on 31st March, 2019 (excluding Rajoo Engineers Limited)	NIL

Director's Name	Rajendra vaja
DIN No.	05264701
Date of Birth	03.12.1952
Date of Appointment	01.12.2011
Qualification	B.A
Experience in specific functional area	Mr. Rendra G Vaja, has wide experience of more than 35 years in a nationalized bank and has experience in financial and banking aspects.
Number of Shares held in the Company.	Nil
Directorship held in other Indian Companies (excluding Directorship in Rajoo Engineers Ltd.	Nil
Chairperson/ Member of the Committees of the Board of other Companies in which he/she is a Director as on 31st March, 2019 (excluding Rajoo Engineers Limited)	Nil

**Annexure 1**

**Details of Directors seeking appointment/reappointment at the AGM**

**[Pursuant to Regulations 26(4) and 36(3) of the Listing Regulations and Secretarial Standard - 2 on General Meetings]**

<b>Director's Name</b>	<b>Ramesh Shah</b>
<b>DIN No.</b>	00031928
<b>Date of Birth</b>	30.01.1951
<b>Date of Appointment</b>	15.09.2003
<b>Qualification</b>	B.Com, C.A.I.I.B.
<b>Experience in specific functional area</b>	Mr. Ramesh A Shah, has experience of more than 35 years in a nationalized bank and has experience in financial and banking aspects, which is an asset to the company.
<b>Number of Shares held in the Company.</b>	Nil
<b>Directorship held in other Indian Companies (excluding Directorship in Rajoo Engineers Ltd.</b>	Nil
<b>Chairperson/ Member of the Committees of the Board of other Companies in which he/she is a Director as on 31st March, 2019 (excluding Rajoo Engineers Limited)</b>	Nil
<b>Director's Name</b>	<b>Kirit Vachhni</b>
<b>DIN No.</b>	07113088
<b>Date of Birth</b>	23.02.1956
<b>Date of Appointment</b>	19.03.2015
<b>Qualification</b>	B.Com
<b>Experience in specific functional area</b>	Mr. Kirit Vachhani is having a vast experience in the field of finance, taxation and auditing
<b>Number of Shares held in the Company.</b>	6500
<b>Directorship held in other Indian Companies (excluding Directorship in Rajoo Engineers Ltd.</b>	Nil
<b>Chairperson/ Member of the Committees of the Board of other Companies in which he/she is a Director as on 31st March, 2019 (excluding Rajoo Engineers Limited)</b>	Nil

For other details such as the number of meetings of the board attended during the year, remuneration drawn and relationship with other directors and key managerial personnel in respect of above directors, please refer to the Corporate Governance Report which is a part of this Annual Report.